



RECORDATION NO. 11417-K Filed 142 0-059A071

TIGER LEASING GROUP FEB 28 1980 - 2 45 PM

INTERSTATE COMMERCE COMMISSION FEB 28 1980

February 21, 1980

Fee \$ 10.00

CC Washington, D.C.

Secretary
Interstate Commerce Commission
Washington, D.C.

Re: Section 11303 Filing: Supplement dated as of February 21, 1980 ("Supplement") to the Bailment Agreement and Assignment of Leased dated as of November 2, 1979, ("Bailment Agreement"), by and between North American Car Corporation ("Bailee") and General Electric Credit and Leasing Corporation ("Bailor"). Recorded under Recordation No. 11417.

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplements to the above described Bailment Agreement, between Bailee, 222 South Riverside Plaza, Chicago, Illinois 60606 and Bailor, P.O. Box 8300, 260 Long Ridge Road, Stamford, Connecticut 06904. The Bailment Agreement was recorded with the Interstate Commerce Commission at 1:15 p.m. on January 23, 1980, under Recordation No. 11417.

Under the Bailment Agreement, Bailee agrees to hold, lease, maintain and perform certain administrative and other services with respect to the equipment described in Schedule A thereto (which equipment has been or is to be sold to Bailor) and assigns, transfers and sets over unto Bailor all of Bailee's right, title and interest, powers, privileges and other benefits in, but not its obligations under, the leases of such equipment described in Schedule B to the Bailment Agreement, together with all amounts which may be received or credited to the account of Bailee in respect of mileage compensation from railroads using the equipment leased under such leases or any other sums received by or payable to Bailee from parties other than the lessee with respect thereto, all in accordance with the Bailment Agreement.

The Supplement, by its terms, amends Annex A and B to the Bailment Agreement as set forth in the Supplement and the schedules thereto.

NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

*Mr. Lee -
this one is
11417-K*

*By [Signature]
[Signature]*



Secretary
Interstate Commerce Commission

Page Two

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10.00 as the recording fee for the Bailment Agreement.

Pursuant to the Commission's rules and regulations for the recording of certain documents, under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of each of the enclosed counterparts for record in your office and to return the remaining counterparts together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,


James M. Gillespie
Attorney

JMG/dak
enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/28/79

OFFICE OF THE SECRETARY

James M. Gillespie, Atty.
North American Car Corp.
222 S. Riverside Plaza
Chicago, Illinois 60606

Dear **sir**:

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/28/79 at 2:45pm, and assigned re-
recording number (s). 11417-K

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure (s)

SE-30
(7/79)

SUPPLEMENT, dated as of February 21, 1980 to the
BAILMENT AGREEMENT AND ASSIGNMENT LEASES, dated as of
November 2, 1979, (the "Assignment"), between GENERAL
ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware
("GECC") and NORTH AMERICAN CAR CORPORATION, a Delaware
corporation ("NACC"):

RECORDATION NO. 11417K
Filed 1425
FEB 28 1980 - 2 45 PM
INDEPENDENT STATE COMMERCE COMMISSION

WHEREAS, NACC and GECC desire to add the units of
railroad equipment referred to in Schedule A hereto (the
"Equipment") to the Assignment;

WHEREAS, NACC and GECC desire to assign the leases
referred to in Schedule B hereto (the "Leases") to the Assignment;

NOW THEREFORE, in consideration of the mutual cov-
enants and promises contained herein and in the Assignment,
GECC and NACC agree as follows:

Article I. Definitions, Interpretation

1.01. The definitions set forth or incorporated by
reference in the Assignment are incorporated herein by reference
to the same extent as if set forth herein, except as herein
otherwise provided.

1.02. In the event of any discrepancy between the
provisions of this Supplement and the provisions of the
Assignment, the provisions of the Assignment shall control and
the provisions hereof are expressly made subject thereto.

Article II. Supplement to Assignment

2.01. The Assignment is hereby supplemented to
add the Leases and the Equipment thereto.

Article III. Representation and Warranties

3.01 The representations, warranties and covenants
of NACC in the Assignment are true and correct on and as of
the date hereof as though made on and as of this date.

IN WITNESS WHEREOF, NACC and GECC have executed
this Supplement as of this 21st day of February, 1980 .

NORTH AMERICAN CAR CORPORATION

By Harold [Signature]

ATTEST:

[Signature]
Assistant Secretary

GENERAL ELECTRIC CREDIT AND
LEASING CORPORATION

By [Signature]

ATTEST:

John E Davis
Attesting Secretary

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 21st day of February, 1980, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director-Railcar Administration Services of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra A Kelly
Notary Public

(Notarial Seal)

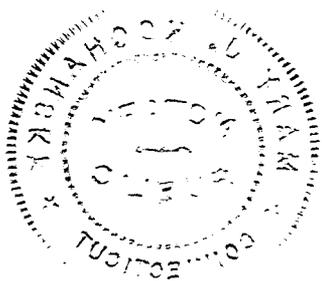
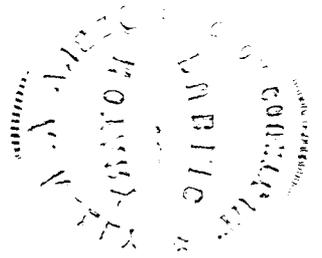
STATE OF Connecticut)
) SS.:
COUNTY OF Fairfield)

On this 27th day of February, 1980, before me personally appeared Herman W. Gerte, to me personally known, who, being by me duly sworn, says that he is a Manager, Special Projects of GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

MARY J. KOCHANSKY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1984

Mary J. Kochansky
Notary Public

(Notarial Seal)



SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
23,500 gallon exterior coiled, insulated tank cars, DOT111A100W3, 100-ton trucks	5	NATX 77302-77306	77302-77206 3

SCHEDULE B

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (in- cluding AAR desig.)</u>
Car Leasing Agreement 2832-02 (dated 2/1/73) Rider No. 11 (dated 9/24/79)	NATX 77302- 77306	77302-77306	23,500 gallon ex- terior coiled, in- sulated tank cars, DOT111A100W3, 100- ton trucks